IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

ROBERT H. AYLOR, JR Individually and On Behalf Of All Others Similarly Situated,

Plaintiff,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

MOSHE TAL, Individually and On Behalf Of All Others Similarly Situated,

Plaintiff,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

MICHAEL FEHRENBACHER, Individually and On Behalf Of All Others Similarly Situated,

Plaintiff,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

[Captions Continued On Next Page]

Class Action Case No. 1:05-cv-00222-SLR

STIPULATION AND [PROPOSED] ORDER EXTENDING TIME FOR **DEFENDANT XYBERNAUT CORPORATION TO ANSWER OR** OTHERWISE RESPOND

Class Action Case No. 1:05-cv-00242-SLR

Class Action Case No. 1:05-cv-00256-SLR

JEFFREY M. JASKOL AND STACEY J. JASKOL, Individually and On Behalf Of All Others Similarly Situated,

Plaintiffs,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

JOSPEH DANIEL WAUHOP, Individually and On Behalf Of All Others Similarly Situated,

Plaintiff,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

CHRISTINA W. DONNELLY, JOHN DONNELLY, JAMES G. WILLIAMSON and RICHARD W. DEARBORN, Individually and On Behalf Of All Others Similarly Situated,

Plaintiffs,

VS.

XYBERNAUT CORPORATION, et al.,

Defendants.

Class Action Case No. 1:05-cv-00268-SLR

Class Action Case No. 1:05-cv-00310-SLR

Class Action Case No. 1:05-cv-00334-SLR

STIPULATION/ORDER

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned parties and/or their counsel for the respective parties, as follows:

- 1. McGuireWoods LLP is authorized to accept on behalf of defendant Xybernaut Corporation, and does hereby accept, service of the summons and complaint in this action without prejudice and without waiver of Xybernaut Corporation's defenses except as to sufficiency of service of process; and
- 2. The time for Xybernaut Corporation to move, answer or otherwise respond to the complaint in this action is hereby extended to and including forty-five (45) days after the later of: (a) the Court's selection of a lead plaintiff pursuant to §21D(a)(3) of the Securities Exchange Act of 1934, 15 U.S.C. §78a, et seq., as amended by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), or (b) the date on which an amended complaint, if any, is served upon counsel for Xybernaut Corporation.

Dated: June 28, 2005 Dated: June 29, 2005

MILBERG WEISS BERSHAD & SCHULMAN LLP

MCGUIREWOODS LLP

By: /s/ Seth Rigrodsky
Seth D. Rigrodsky (#3147)
Ralph N. Sianni (#4151)
Brian D. Long (#4347)
919 N. Market Street, Suite 411
Wilmington, DE 19801
srigrodsky@milbergweiss.com
(302) 984-0597 (Tel)
(302) 984-0870 (Fax)

--and--

By: /s/ Robert Plotkin
Robert Plotkin
1050 Connecticut Avenue, N.W.
Suite 1200
Washington, DC 20036-5317
rplotkin@mcguirewoods.com
(202) 857-1750 (Tel)
(202) 828-2970 (Fax)

Counsel for Defendant Xybernaut Corporation

MILBERG WEISS BERSHAD & SCHULMAN LLP

Steven G. Schulman
David P. Brower
Peter E. Seidman
Sharon M. Lee
One Pennsylvania Plaza – 49th Floor
New York, NY 10119-0165
(212) 594-5300 (Tel)
(212) 868-1229 (Fax)

Counsel for Moshe Tal, Christina W. Donnelly, John Donnelly, James G. Williamson, Richard W. Dearborn, Jeffrey M. Jaskol and Stacey J. Jaskol

CHIMICLES & TIKELLIS, LLP

By: /s/Robert R. Davis
Pamela S. Tikellis (#2172)
Robert R. Davis (#4536)
One Rodney Square
P.O. Box 1035
Wilmington, DE 19899
robertdavis@chimicles.com
(302) 656-2500 (Tel)
(302) 656-9053 (Fax)

Counsel for Michael Fehrenbacher

ROSENTHAL, MONHAIT, GROSS & GODDESS, P.A.

By: /s/ Jessica Zeldin
Jessica Zeldin (#3558)
Mellon Bank Center, Suite 1401
919 Market Street
P.O. Box 1070
Wilmington, DE 19899-1070
jzeldin@rmgglaw.com
(302) 656-1433 (Tel)
(302) 658-7567 (Fax)

OF COUNSEL:

James E. Miller
Patrick A. Klingman
Karen M. Leser
SHEPHERD, FINKELMAN, MILLER
& SHAH, LLC
65 Main Street
Chester, CT 06412
(860) 526-1100 (Tel)

Andrew M. Schlatz Jeffrey S. Nobel SCHATZ & NOBEL, P.C. One Corporate Center 20 Church Street Hartford, CT 06103 (860) 493-6292 (Tel)

SO ORDERED:

Counsel for Robert H. Aylor, Jr. and Joseph Daniel Wauhop

Dated:	, 2005		
		United States District Judge	

CERTIFICATE OF SERVICE

I hereby certify that on June 29, 2004, I electronically filed STIPULATION AND [PROPOSED] ORDER EXTENDING TIME FOR DEFENDANT XYBERNAUT CORPORATION TO ANSWER OR OTHERWISE RESPOND using CM/ECF, which will send notification of such filing, to the following:

Seth D. Rigrodsky
MILBERG WEISS BERSHAD
& SCHULMAN, LLP
919 North Market Street, Suite 411
Wilmington, Delaware 19801
srigrodsky@milbergweiss.com

Robert R. Davis
CHIMICLES & TIKELLIS, LLP
One Rodney Square
P.O. Box 1035
Wilmington, Delaware 19899
robertdavis@chimicles.com

J. Clayton Athey
PRICKETT JONES & ELLIOTT, P.A.
1310 King Street
P.O. Box 1328
Wilmington, DE 19899
jcathey@prickett.com

David Phillip Primack
DRINKER BIDDLE & REATH LLP
1100 North Market Street, Suite 1000
Wilmington, DE 19801
david.primack@dbr.com

Michael F. Bonkowski SAUL EWING LLP 222 Delaware Avenue Suite 1200 P.O. Box 1266 Wilmington, Delaware 19899-1266 mbonkowski@saul.com

Laurence V. Cronin
SMITH, KATZENSTEIN & FURLOW
The Corporate Plaza
800 Delaware Avenue P.O. Box 410
Wilmington, Delaware 19899
lcronin@skfdelware.com

Michael A. Weidinger
MORRIS JAMES HITCHENS & WILLIAMS
222 Delaware Avenue, 10th Floor
P.O. Box 2306
Wilmington, DE 19899
mweidinger@morrisjames.com

I hereby certify that on June 29, 2005, I have caused to be sent via first class mail, a copy of the same

document to the following non-registered participants:

William B. Federman FEDERMAN & SHERWOOD 120 North Robinson Avenue, Suite 2720 Oklahoma City, OK 73102

John M. Tran DiMURO GINSBERG, P.C. 908 King Street Suite 200 Alexandria, Virginia 22314

Robert Plotkin McGUIRE WOODS LLP Washington Square 1050 Connecticut Avenue, NW Suite 1200 Washington, DC 20036-5317

Robert E. Scully, Jr. REES, BROME & DIAZ, P.C. 8133 Leesburg Pike, Ninth Floor Tysons Corner, Virginia 22182

Steven J. Toll COHEN, MILSTEIN, HAUSFELD & TOLL, PLLC 1100 New York Avenue, N.W. Suite 500, West Tower Washington, DC 2005

Andrew J. Morris MAYER, BROWN, ROWE & MAW 1909 K Street, N.W. Washington, DC 20006-1101

Susan Kennedy DRINKER BIDDLE & REATH LLP One Logan Square 18th and Cherry Streets Philadelphia, Pennsylvania 19103-6996 Joseph Genitle SARRAF GENTILE LLP 111 John Street, 8th Floor New York, NY 10038

Eric Belfi MURRAY, FRANK & SAILER, LLP 275 Madison Avenue New York, NY 10016

Michael Goldberg GLANCY BINKOW & GOLDBERG LLP 1801 Avenue of the Stars, Suite 311 Los Angeles, CA 90067

William E. Donnelly LECLAIR RYAN, P.C. 1701 Pennsylvania Ave, N.W. Suite 1045 Washington, D.C. 20006

John F. Moynahan 10829 Fieldwood Drive Fairfax, VA 22030-4550

Robert M. Roseman SPECTOR ROSEMAN & KODROFF, P.C. 1818 Market Street, Suite 2500 Philadelphia, PA 19103

Joseph H. Weiss WEISS & LURIE 551 Fifth Avenue New York, NY 10176

Bruce Murphy LAW OFFICES OF BRUCE MURPHY 265 Lwyds Lane Vero Beach, Florida 32963

Jules Brody STULL, STULL & BRODY 5 East 45th Street New York, NY 10017

Jack Landskroner Paul Greico LANDSKRONER, GREICO, MADDEN, LTD. 1360 West 9th Street, Suite 200 Cleveland, OH 44113

Thomas A. Holman **HOLMAN LAW OFFICE** One Pennsylvania Plaza Suite 4632 New York, NY 10117

Andrew M. Schatz Jeffrey S. Nobel SCHATZ & NOBEL, P.C. One Corporate Center 20 Church Street Hartford, Connecticut 06103

Jessica Zeldin (Del. Bar No. 3558) ROSENTHAL, MONHAIT, GROSS & GODDESS, P.A.

Suite 1401, 919 N. Market Street P.O. Box 1070 Wilmington, Delaware 19899 (302) 656-4433 jzeldin@rmgglaw.com